

**HELM-ATLANTIC ASSOCIATES**  
**LIMITED PARTNERSHIP**

One Embarcadero Center • San Francisco, CA 94111  
415/398-4510 FAX 415/398-4816

VIA AIR COURIER

June 3, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

RECORDATION NO. 17567-C FILED

JUN 4 '97 10-57 AM

RE: Termination of Lease of Railroad Equipment dated as of March 25, 1992 by Helm-Atlantic Associates Limited Partnership ("Termination of Lease").

Dear Mr. Williams:

On behalf of Helm-Atlantic Associates Limited Partnership, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination of Lease.

In connection with the recording of the Termination of Lease, please note the following information:

Name and Address of Lessor: Helm-Atlantic Associates Limited Partnership  
c/o Helm Atlantic Corporation  
One Embarcadero Center, Suite 3700  
San Francisco, CA 94111

Name and Address of Lessee: The Denver and Rio Grande Western  
Railroad Company  
c/o Southern Pacific Lines  
1860 Lincoln Street, 8th Floor  
Denver, CO 80295

Equipment: Eighty-one (81) railcars, more fully described in attached Schedule A to the Termination of Lease.

Previous STB Filing: Memorandum of Lease of Railroad Equipment filed on October 18, 1991 under Recordation No. 17567. - C

Please file the Termination of Lease as a supplementary document and return one (1) endorsed original to my attention. A check covering the filing fee of twenty-four dollars (\$24.00) is enclosed.

Sincerely,

*PHapin*

Patrick Hapin  
Document Administrator

/ph  
Enclosures (2)

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
JUN 4 10 57 AM '97

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY


Patrick Hapin  
Document Administrator  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA., 94111

DATE: 6/4/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 6/4/97 at 10:57 AM and 11:00AM, and assigned recordation number(s) 17567-C, 18905-P, 18905-Q, 20703, 20804, 13690-I, 16229-C, 18007-B, 19430-A and 19822-A.

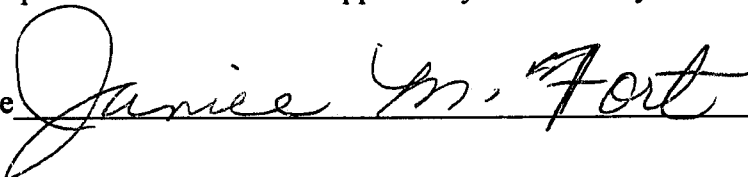
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 240.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature

  
\_\_\_\_\_

RECORDATION NO. 17567-C FILED

TERMINATION OF LEASE

JUN 4 '97

10-57 AM

THIS TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Termination") is made as of March 25, 1997 by HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP, a Delaware limited partnership ("Lessor").

1. **Recitals.** Lessor, as assignee of Helm Financial Corporation, as assignee of Cypress Equipment Fund, Ltd., a Florida limited partnership, entered into the Lease of Railroad Equipment dated as of October 1, 1991 (the "Lease") with The Denver and Rio Grande Western Railroad Company, a Delaware corporation, with respect to the eighty-one (81) railcars described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation Number 17567 filed on October 18, 1991.

The Lease was terminated on July 31, 1994. The purpose of this Termination of Lease is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name on the date indicated below its signature.

HELM-ATLANTIC ASSOCIATES LIMITED PARTNERSHIP

By: Helm Atlantic Corporation  
its General Partner

ph By: David R. [Signature]

Title: President

Date: May 9, 1997

PS

STATE OF CALIFORNIA                     )  
  ) S.S.  
COUNTY OF SAN FRANCISCO            )

On May 9, 1997, before me, Emma S Ortega - Notary Public  
personally appeared David R. Eckles, President of HELM ATLANTIC  
CORPORATION,

✓ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)  
whose name(s) is/are subscribed to the within instrument and  
acknowledged to me that he/she/they executed the same in his/her/their  
authorized capacity(ies), and that by his/her/their signature(s) on  
the instrument the person(s), or the entity upon behalf of which the  
person(s) acted, executed the instrument.



Witness my hand and official seal.

Emma Susan Ortega  
SIGNATURE OF THE NOTARY

ph

**SCHEDULE A**

**Description of the Units:**

Eighty-one (81), 50-foot, 100-ton XL boxcars

**Unit Numbers:**

DRGW 65200, 65202-65221, 65223-65230, 65233-65240, 65243-65246, 65248-  
65258, 65261-65262, 65264-65267, 65269-65271, 65273, 65275-65276,  
65278-65281, 65283-65286, 65288-65289, 65292-65297, 65299

ph